

**Azrieli Group Ltd.**  
Number at Registrar: 510960719

Broadcast on Magna: May 1, 2018  
Ref.: 2018-01-043000

To: Israel Securities Authority                      To: Tel Aviv Stock Exchange Ltd.                      T049 (Public)  
www.isa.gov.il    www.tase.co.il

**Immediate report on the results of a meeting for approval of a transaction with a controlling shareholder and/or a private placement and/or a double Chairman-CEO office and/or the appointment of an outside director**

Pursuant to Regulation 13 of the Securities Regulations (Transaction between a Company and its Controlling Shareholder), 5761-2001  
or Regulation 22 of the Securities Regulations (Private Placement of Securities in a Registered Company), 5760-2000  
Regulation 36D(b) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970  
Regulation 36D(d) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970

*If there were other items on the meeting's agenda, they shall be specified in Section 3.*

1. At a meeting that was convened on *April 30, 2018*, a notice of the summoning of which was published on the form whose reference is *2018-01-027295* and whose agenda included the following items:

Serial Number	Transaction Type/Voted Issue	Summary of the Issue
1	Other	<i>Approval of the terms of office and employment of the Company's CEO, Mr. Eyal Henkin (through a private company wholly owned by him) in accordance with the provisions of Part B of the Notice of Meeting Report</i>

The following resolutions were adopted:

<b>1</b>	
Transaction Type/Voted Issue:	<i>Other</i>
Summary of the Issue	<i>Approval of the terms of office and employment of the Company's CEO, Mr. Eyal Henkin (through a private company wholly owned by him) in accordance with the provisions of Part B of the Notice of Meeting Report.</i>
Summary of the Proposed Resolution:	<i>Approval of the terms of office and employment of Mr. Eyal Henkin as the Company's CEO (through a private company wholly owned by him), as specified in Part B of the Notice of</i>

*Meeting Report.*

The meeting resolved: *To approve*

The number of shares/securities that participated in the vote: *113,845,763*

The number of shares/securities which voted in favor: *100,889,423*

The number of shares/securities that participated in the vote, and were not classified as shares whose holders have a personal interest/as shares having no control or personal interest in the approval of the appointment, other than a personal interest which does not derive from a connection to the controlling shareholder: *29,117,544 of which 16,161,061* voted in favor of approval of the transaction and *12,946,978* voted against approval of the transaction.

The number of shares that participated in the vote and were not classified as shares whose holders are controlling shareholders of the Company/as shares of holders of a personal interest in approval of the resolution *29,117,544* of which *16,161,061* voted in favor of approval of the transaction.

The number of shares/securities that voted against: *12,946,978*

The voting percentage in favor of approval of the transaction out of the total number of voters who do not have a personal interest in the transaction/who are not controlling shareholders or holders of a personal interest in the approval of the appointment, other than a personal interest which does not derive from a connection to the controlling shareholder: *55.50%*

The voting percentage in favor of approval of the transaction out of the total number of voters who are not controlling shareholders of the Company/who do not have a personal interest in the approval of the resolution *55.50%*

Percentage of those voting against out of the total number of voting rights in the Company: *11.37%*

2. The meeting's resolutions regarding other items that were on its agenda:
  1. *Approval of the reappointment of the directors who serve, on this date, as directors of the Company (and who are not the outside directors) until the end of the next annual general meeting of the Company: Messrs. Danna Azrieli (Chairman of the Board), Sharon Azrieli, Naomi Azrieli, Menachem Einan, Joseph Ciechanover, Tzipora Carmon and Oran Dror.*
  2. *Approval of the reappointment of the accounting firm Deloitte Brightman Almagor Zohar & Co. as the Company's auditors until the end of the next annual general meeting of the Company.*
3. Specification of the voters at the meeting who are institutional, interested parties or senior officers:

*The form can include up to 40 lines (each line shall contain information with respect to one holder of securities who voted at the meeting). In the event that the voter list is longer than 40, the data with respect to the other voters shall continue to be filled out on an additional form.*

File [isa.pdf 2018 הצבעות עזריאלי](#) . The file shall include, with respect to each voter, the data that are required in this form.

Specification of the vote according to the numbering of the issues specified in Section 1 above:

Serial Number	Numbering of Item on the Agenda	Surname of Shareholder or Holder of Securities / Corporation Name (Hebrew)(1)	Given Name of Shareholder or Holder of Securities	Quantity of Securities	Personal Interest (2)	Vote	Voting Card / Proxy
1	Item _____	_____	_____	_____	_____	_____	_____

*Explanations:*

(1) State the full name as registered at the Registrar of Companies or in the I.D. card.

(2) Whether this is a personal interest of the shareholder or the holder of the securities or a personal interest of the proxy.

In this column of the table, the details shall be filled out in accordance with the following specification:

- In the case of approval of a double chairman–CEO office (pursuant to Section 121(c) of the Companies Law) – “Yes” shall be marked for a voter who is a controlling shareholder or who has a personal interest in the approval of the resolution;
- In the case of the appointment of an outside director (pursuant to Section 239(b) of the Companies Law) – “Yes” shall be marked for a voter who is a controlling shareholder or who has a personal interest in the approval of the appointment, other than a personal interest which does not derive from a connection to the controlling shareholder;
- In the case of an irregular transaction with a controlling shareholder or a transaction in which the controlling shareholder has a personal interest (pursuant to Section 275 of the Companies Law) – “Yes” shall be marked for a voter who has a personal interest in the approval of the transaction;
- In the case of a resolution pursuant to Section 350 of the Companies Law, or a resolution to modify an indenture at a meeting of holders of certificates of indebtedness – “Yes” shall be marked for a voter who has a personal interest, in accordance with the resolution.

**1**

Surname of shareholder or holder of securities (Hebrew) / corporation name (Hebrew): \_\_\_\_\_

Given name of shareholder or holder of securities (Hebrew): \_\_\_\_\_

Surname of shareholder or holder of securities / corporation name (English): \_\_\_\_\_

<p>Given name of shareholder or holder of securities (English): _____</p> <p>Type of I.D. number: _____</p> <p>I.D. number: _____</p> <p>Participation in the meeting is by virtue of a holding of securities number: _____</p> <p>The place of incorporation of the shareholder or holder of securities / the passport country: _____</p> <p>Name of the proxy: _____</p> <p>Type of I.D. number of the proxy: _____</p> <p>I.D. number of the proxy: _____</p> <p>Passport country: _____</p> <p>If the Company knows of any connection between the voter (who does not have a personal interest) and the Company or any of the controlling shareholders thereof, including an employment relationship, business relationship, etc. – specification of the nature thereof: _____</p>
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4. This report is filed further to the following report/s:

Report	Release Date	Reference Number
_____	_____	_____

*By Ran Tal, VP, General Counsel and Company Secretary*

Reference numbers of previous documents on the issue (the citation does not constitute inclusion by way of reference):

Form structure updated on: February 20, 2018

The corporation's securities are listed on TASE

Abbreviated name: Azrieli Group

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Fax: 03-6081380

E-mail: [rant@azrieli.com](mailto:rant@azrieli.com) Company's website: [www.azrieligroup.com](http://www.azrieligroup.com)

Former names of reporting entity:

Name of Electronic Reporter: Tal Ran, Title: VP and General Counsel, Name of Employing Company: .

Address: , Tel: Fax: E-mail: [rant@azrieli.com](mailto:rant@azrieli.com)